

Telenor Satellite is a Delaware corporation and an indirect, wholly-owned subsidiary of TSS. Telenor Satellite holds FCC licenses for fixed and mobile earth stations, experimental authorizations, and a business radio license. Telenor Satellite also has pending applications to provide Broadband Global Area Network (“BGAN”) services using Inmarsat space segment and currently has special temporary authority to offer BGAN services while those applications are pending.

Telenor Satellite and two sister entities, GMPCS and Marlink, also hold authority pursuant to Section 214 of the Act to provide international common carrier services. Like Telenor Satellite, GMPCS and Marlink are Delaware corporations that are indirect wholly-owned subsidiaries of TSS. Attachment 1 hereto provides a list of the TSS Subsidiaries’ existing FCC licenses and authorizations.

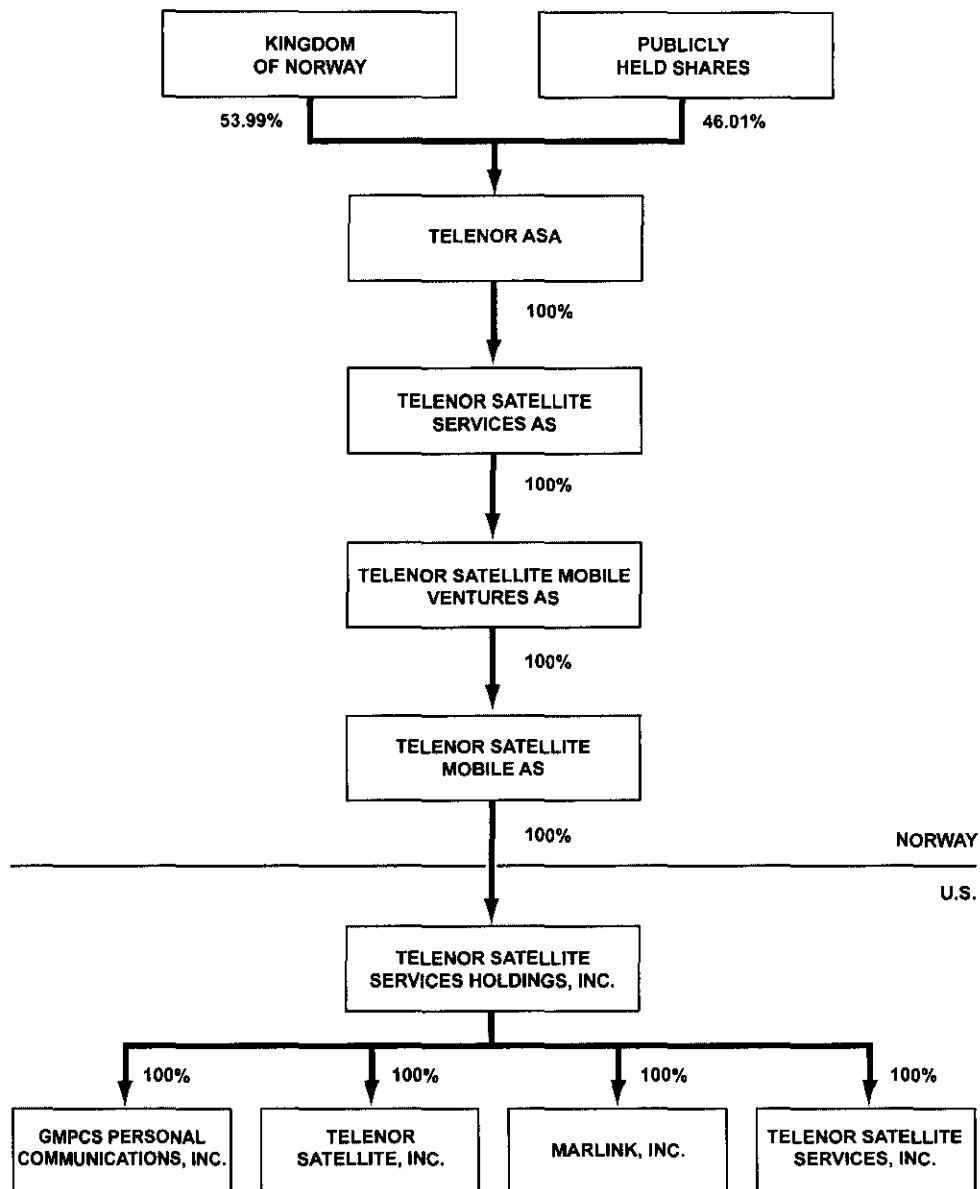
TSSI is also a Delaware corporation that is an indirect wholly-owned subsidiary of TSS. TSSI is separately incorporated to operate the business associated with Telenor Satellite's FCC licenses. In the *Telenor-Comsat Mobile Order*, the Commission found that “the proposed assignment of FCC licenses and authorizations [related to Comsat Mobile Communications (“CMC”)] to Telenor Satellite and the operation of CMC's business by... Telenor Satellite Services Inc., is in the public interest.”³ TSSI provides fixed and mobile communications services via owned earth stations, including two U.S.-licensed teleports (one in Southbury, Connecticut and the other in Santa Paula, California), and as a reseller to customers that include commercial shipping companies, airlines, U.S. military and other government agencies, and others with global communications requirements. TSSI currently has pending two applications for international Section 214 authority.⁴

³ *Telenor-Comsat Mobile Order* at ¶ 2.

⁴ See File Nos. ITC-214-20061213-00558; ITC-214-20061213-00559.

The following chart depicts the current ownership structure of TSS and its subsidiaries:

Current Ownership of TSS and Subsidiaries



B. Inceptum

Inceptum, the transferee, is incorporated in Norway and owned by three entities. Apax France VI FCPR, a *fonds commun de placement à risques* incorporated under French law (“Apax France”), holds 72% of the share capital and voting rights of Inceptum. Amboise

Investissement SCA (“Amboise”) and Altamir & Cie SCA (“Altamir”) hold respectively 20% and 8% of the share capital and voting rights of Inceptum. *Amboise and Altamir are Société en Commandite par Action*, entities equivalent to limited partnerships in the United States (limited partnership with shares). Apax France, Amboise, and Altamir are collectively referred to herein as the “Investment Funds.” Ultimate control of the Investment Funds is held by Maurice and Romain Tchénio (the “Tchénios”), who indirectly hold controlling interests in the managing general partners of all three funds. Maurice and Romain Tchénio are citizens of France, a WTO member country.

Apax Partners S.A. (“APSA”), a *société anonyme* incorporated under French law, has the sole responsibility for management and administration of Apax France. The 10% or greater owners of APSA are as follows: Maurice Tchénio (20.6% directly and indirectly), Romain Tchénio (33.87% directly and indirectly),⁵ Edgard Misrahi (15%), Patrick De Giovanni (11%) and Laurent Gamen (10%). All of these individuals are citizens of France, a WTO member country.

The investors in Apax France are U.S. and non-U.S. institutional investors, pension funds, companies, and individuals. All non-U.S. entities are organized in and have their principal places of business in WTO member countries, and all non-U.S. individuals are citizens of WTO member countries. No single investor has made investment commitments equal to or greater than 10% of the total commitments. None of the investors in Apax France has any control or right to control the management or voting of the shares owned by Apax France.

⁵ Additional details regarding the Tchénios’ holdings in Apax France are provided in Attachment 2.

Amboise and Altamir are co-Investing Funds of Apax France. The managing general partners of Amboise and Altamir are advised by APSA, and Amboise and Altamir invest *pari passu* with funds directly managed by APSA, taking minority non-controlling stakes. Amboise is controlled by its two general partners. Apax Partners et Compagnie Gérance II SAS (“APCG II”) is the managing general partner of Amboise and has principal responsibility for the management and administration of Amboise. Three individuals indirectly own more than 10% of APCG II: Maurice Tchénio (79.9%), a French citizen, Ronald Cohen (10.04% interest), a United Kingdom citizen, and Alan Patricof (10% interest), a U.S. citizen. The second general partner of Amboise is Société Européenne Iena SAS (“SEI”). The only owner with a greater than 10% interest in SEI is Maurice Tchénio, a French citizen (96% interest). No individual investor in Amboise owns a sufficiently large equity interest to give the investor indirect ownership of 5% or more of Inceptum, when diluted by Amboise’s respective interest in Inceptum. None of the investors in Amboise has any control or right to control the management or voting of the shares owned by Amboise.

Similarly, Altamir is also controlled by two general partners. Apax Partners & Cie Gérance SA (“APCG”) is the managing general partner, and Société Européenne Kléber SA (“Kléber”) is a general partner. The following individuals have more than a 10% ownership interest in the entities that control Altamir: Maurice Tchénio (79.8% of APCG and 23% of Kléber); Edgard Misrahi (18.84% of Kléber); Patrick De Giovanni (12.56% of Kléber); Ronald Cohen (10.04% of APCG); and Alan Patricof (10% of APCG).

Apax France, Amboise and Altamir own MobSat S.A.S. (“MobSat”) in the same proportions and on the same terms as their ownership here of Inceptum. MobSat recently acquired FTMSC US, LLC (“FTMSC”), a company with FCC special temporary authority and

pending applications for regular authority to offer BGAN service in the U.S.⁶ In addition, Apax France is affiliated with two foreign carriers: Outremer Télécom, which operates in the French Overseas Territories (Martinique, Guadeloupe, French Guyana, and Reunion), and France Telecom Mobile Satellite Communications Services, S.A., which operates in France and Algeria. Neither carrier has market power in any of these countries. Otherwise, Apax France, Amboise and Altamir do not, directly or indirectly, hold any telecommunications licenses in the U.S. or in any other country, or have any affiliation with a foreign carrier.⁷

Attachment 2 hereto provides additional information regarding the ownership and control of Apax France, Amboise, and Altamir.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the SPA, Inceptum has agreed to acquire all of the outstanding shares of capital stock of TSS. The transaction will result in a change in control of TSS and its

⁶ See File Nos. ITC-STA-20061006-00458; SES-STA-20061006-01820; ITC-AMD-20060804-00388; SES-AMD-20060804-01315.

⁷ Apax France and its co-investing funds are independent of Apax Partners Worldwide ("APW") and Apax Partners Holdings Limited ("APHL"), which indirectly hold interests in Intelsat and in other telecommunications operators. Mr. Maurice Tchénio (a French citizen), was a founding member, together with Sir Ronald Cohen (a U.K. citizen), and Mr. Alan Patricof (a U.S. citizen), of the original firm that bore the name "Apax Partners." While using a single brand name, the entity in practice operated as three distinct businesses, based on geographical differentiation, with Mr. Tchénio responsible for investments in France, Sir Ronald Cohen responsible for investments in the U.K. and Europe outside France, and Mr. Patricof responsible for investments in the U.S. Over time, these three individuals developed their respective business portfolios in different directions and via distinct legal entities. Today Mr. Tchénio continues to control APSA, which invests almost exclusively in French companies. He retains small ownership interests in APW (1.71% indirect interest) and APHL (5.4%), but has no active role in their activities. Sir Ronald Cohen and Mr. Patricof have retired from APW and APHL, and as retired partners, retain a small ownership interest in those entities. They each retain a less than .01% interest in APSA and interests of approximately 10% each in the general partners of Amboise and Altamir, but they take no active role in management of these entities. Thus, the APW/APHL telecommunications investments are not attributable to Apax France, and there are no competitive issues relating to the APW/APHL investments that must be addressed here.

subsidiaries, including the TSS Subsidiaries, which will become indirect wholly-owned subsidiaries of Inceptum.

The final ownership structure of TSS and the TSS Subsidiaries will include certain holding companies that have not yet been formed. Specifically, prior to closing, Apax France will set up a holding company organized under the laws of Luxembourg (referred to for present purposes as “Luxembourg Holdco 1”). Luxembourg Holdco 1 will also set up a holding company organized under the laws of Luxembourg (referred to for present purposes as “Luxembourg Holdco 2”). Luxembourg Holdco 2 will own all the shares of Inceptum. In addition, Inceptum will establish a U.S. holding company organized under the laws of Delaware (referred to for present purposes as “US Holdco”), which will be a wholly-owned subsidiary of Inceptum. When Inceptum purchases TSS at closing, therefore, US Holdco will become a sister corporation to TSS.

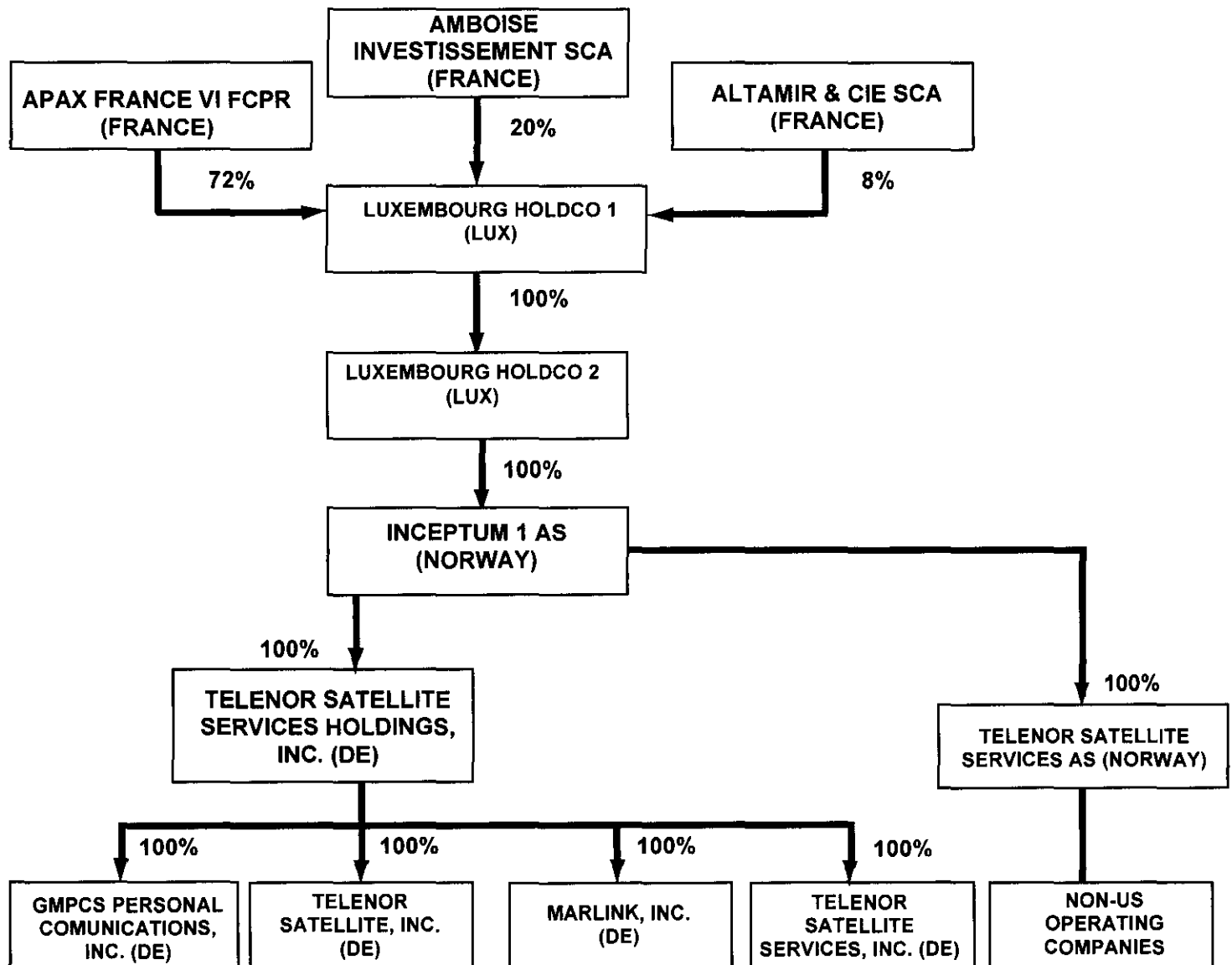
Immediately following closing, the U.S. subsidiaries of TSS will be transferred to US Holdco. Specifically, once Inceptum acquires TSS, the shares of Telenor Satellite Services Holdings, Inc. (“TSSH”), the immediate parent of the TSS Subsidiaries, will be transferred to US Holdco, making TSSH a wholly-owned subsidiary of US Holdco. TSSH will then be merged into US Holdco, with TSSH surviving.⁸ TSS and its other subsidiaries will form a separate ownership chain under Inceptum.

Thus, the final ownership structure will be as follows: Apax France, Amboise and Altamir will collectively hold all the shares of Luxembourg Holdco 1, with Apax France holding a controlling 72% interest, and Amboise and Altamir holding non-controlling minority

⁸ Inceptum is considering alternatives to a merger of TSSH into US Holdco, which may result in TSSH remaining as a wholly-owned subsidiary of US Holdco or being dissolved. If one of these alternative structures is chosen, it will not affect the ultimate ownership and control of the TSS Subsidiaries. The Parties will advise the Commission once a final decision is made regarding these matters.

interests of 20% and 8%, respectively. Luxembourg Holdco 1 will hold 100% of the shares of Luxembourg Holdco 2, which in turn will hold 100% of the shares of Inceptum. Inceptum will hold 100% of the shares of TSS and TSSH. The TSS Subsidiaries will be direct, wholly-owned subsidiaries of TSSH.

The following chart depicts the post-closing ownership structure:



III. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST

Pursuant to Sections 310(d) and 214 of the Act, the Commission must determine whether a proposed transaction will serve “the public interest, convenience and necessity.” 47 U.S.C. §§ 214, 310(d). In order to make such a finding, the Commission initially considers whether the proposed transferee is qualified to hold Commission authorizations. The Commission also evaluates the impact of the transaction on Commission objectives. Specifically, the Commission assesses the transaction in light of the “broad aims of the Communications Act,” which include “a deeply rooted preference for preserving and enhancing competition in relevant markets, accelerating private sector deployment of advanced services, ensuring a diversity of license holdings, and generally managing the spectrum in the public interest.”⁹ Finally, under Section 310(b)(4) of the Act, the Commission must make a determination whether proposed indirect foreign ownership of common carrier licensees is consistent with the public interest.

As discussed below, the proposed transaction will promote competition and is consistent with the public interest and the requirements of the Communications Act.

A. Inceptum Is Qualified to Acquire a Commission Licensee

Inceptum, the proposed transferee, and its owners have the required “citizenship, character, financial, technical, and other qualifications” to control a Commission licensee. *Id.* at ¶ 22 (footnote omitted). Mr. Maurice Tchénio, the CEO of APSA, has more than three decades of experience in investing in a broad range of enterprises, including companies in the media and technology sectors. Apax France, a fund created in 2000, has assets of more than 650 million

⁹ *Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC, and PEOP PAS, LLC, Transferors, and Intelsat Holdings, Ltd., Transferee, Consolidated Application for Authority to Transfer Control of PanAmSat Licensee Corp. and PanAmSat H-2 Licensee Corp.*, Memorandum Opinion and Order, FCC 06-85, 21 FCC Rcd 7368 (2006) (“*Intelsat-PanAmSat Order*”) at ¶18 (footnote omitted).

Euros and investments in companies, almost exclusively based in France, with operations in the health care, e-commerce, software and information technology, and media and telecommunications fields. The APSA funds have a strong history of improving the operational efficiency and overall performance of companies in which they invest. The acquisition of TSS by Inceptum will provide the TSS Subsidiaries with access to capital and management expertise that will enhance their ability to expand their operations and develop and introduce new products and services.

B. The Transaction Will Enhance Competition and Thereby Serve the Public Interest

Inceptum's acquisition of TSS and the TSS Subsidiaries will enhance competition in the satellite services marketplace by giving TSS and the TSS subsidiaries the benefit of the robust operational expertise and strong financial position of the Apax France entities. As discussed above, Apax France and APSA have extensive experience in acquiring companies and improving their performance, including companies in the media and telecommunications industries. Furthermore, access to the significant financial resources of the Investment Funds will bolster the TSS entities' ability to pursue expansion of the scope and reach of their services. These advantages will help the TSS Subsidiaries retain their existing customers and attract new ones in competition with rival suppliers.

This transaction will bring TSS under common ultimate ownership and control with FTMSC, but competition will be enhanced and in no way reduced. The markets in which the TSS subsidiaries compete are characterized by robust competition today. In the recent *Motient-SkyTerra Order*, the Commission found that MSS providers compete in the "domestic and international telecommunications markets." Therefore, "[i]n examining the MSS product markets, [the FCC] consider[s] whether the proposed transaction will lessen or enhance

competition in the provision of communications services within the markets in, to, or from the United States and foreign points.” The Commission further noted that in the United States, “several MSS providers operating in different bands offer multiple products including voice and data services in fixed and mobile environments to a variety of terminals (*e.g.*, hand-held terminals, or laptop-sized and larger terminals that can be transported from one location to another),” including MSV, Inmarsat, Globalstar, and Iridium, and that ICO and TMI also have spectrum reserved in the 2 GHz MSS band to provide MSS to U.S. consumers.¹⁰ In addition to these facilities-based providers, there are numerous MSS resellers. Furthermore, competing mobile telecommunications services are also offered in the United States by terrestrial wireless systems.¹¹ Likewise, the fixed satellite earth station services provided by Telenor Satellite compete with similar offerings by numerous other earth station licensees and with terrestrial wireline and wireless services.¹² Accordingly, the relevant service markets are recognized as highly competitive with numerous participating entities.

¹⁰ *Motient Corporation and Subsidiaries, Transferors, and SkyTerra Communications, Inc., Transferee, Application for Authority to Transfer Control of Mobile Satellite Ventures Subsidiary LLC*, Memorandum Opinion and Order and Declaratory Ruling, DA 06-1872, ¶ 28 (rel. Sept. 15, 2006). *See also Telenor-Comsat Mobile Order*, 16 FCC Rcd at 22911 (“Currently, there are many competing mobile satellite services systems, including the Inmarsat [land earth station operators] and other carriers.”); *id.* at n. 101 (noting that competitors in the provision of mobile satellite services included not only Inmarsat resellers but also “alternative global mobile satellite systems such as Iridium and Globalstar”).

¹¹ *See generally Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993, Annual Report and Analysis of Competitive Market Conditions with Respect to Commercial Mobile Services*, Eleventh Report, FCC 06-142, WT Docket No. 06-17 (2006).

¹² *See, e.g., Comsat Corporation, Petition Pursuant to Section 10(c) of the Communications Act of 1934, as amended, for Forbearance from Dominant Carrier Regulation and for Reclassification as a Non-Dominant Carrier*, Order and Notice of Proposed Rulemaking, 13 FCC Rcd 14083 (1998) at ¶¶ 115-116 (noting that earth station services exhibit competitive characteristics).

Further, apart from their recent acquisition of FTMSC, Apax France and its affiliates hold no interests in satellite services providers or in carriers operating in the U.S. FTMSC, like Telenor Satellite and TSSI, has pending applications for authority to provide BGAN services in the U.S., and also has special temporary authority to offer BGAN services on an interim basis.¹³ At least three other companies, BT Americas, MVS USA, and Stratos Communications, currently have similar authority,¹⁴ and there is no barrier to entry by additional BGAN distributors. Thus, there will continue to be multiple competitors offering BGAN services in the U.S., and the common ownership of FTMSC, Telenor Satellite and TSSI will not confer any market power on these entities that could result in harms to competition.¹⁵

C. The Transaction Is Consistent with Section 310(b)(4) of the Act

Indirect foreign ownership of a common carrier radio licensee is governed by the benchmark limits contained in Section 310(b)(4) of the Act. Specifically, Section 310(b)(4) of the Act states:

(b) No broadcast or common carrier or aeronautical en route or aeronautical fixed radio station license shall be granted to or held by ... (4) any corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned by record or voted by aliens, their representative, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country, if the Commission finds that the public interest will be served by the refusal or revocation of such license.¹⁶

¹³ Apax France may decide to combine the operations of Telenor Satellite and FTMSC in the future in order to permit further efficiencies. However, if that is done, any necessary Commission authority for the combination would be sought in a future application. In any event, the only consequence in this country would be consolidation of the companies' BGAN distribution services.

¹⁴ See, e.g., Stratos Communications, File No. SES-STA-20060310-00419 (granted May 12, 2006).

¹⁵ As noted above, it is not relevant to this transaction that APW and APHL hold interests in Intelsat and other telecommunications operators. Apax France and its co-investing funds are independent of APW and APHL.

¹⁶ 47 U.S.C. § 301(b)(4)

In its *Foreign Participation Order*,¹⁷ the Commission determined that allowing indirect foreign investment in common carrier radio licensees beyond the 25 percent benchmark established by Section 310(b)(4) of the Act would promote competition in the U.S. market, thereby promoting the public interest. The Commission adopted a “strong presumption that no competitive concerns are raised by . . . indirect foreign investment” from entities from WTO member countries,¹⁸ unless granting the application would pose a “very high risk to competition” in a U.S. market that cannot be addressed by existing conditions the Commission places on U.S. international carriers considered dominant under its rules.¹⁹ The Commission determined that this open entry standard also applies to foreign investment in entities that hold authority pursuant to Section 214 of the Act.²⁰ Since the adoption of the *Foreign Participation Order*, the Commission has repeatedly permitted WTO foreign interests in FCC license and authorization holders, including 100 percent foreign ownership.²¹

¹⁷ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997) (“*Foreign Participation Order*”).

¹⁸ *Voicestream Wireless Corp. or Omnipoint Corp, Transferors, and Voicestream Wireless Holding Company, Cook Inlet/VS GSM II PCS, LLC, or Cook Inlet/VS GSM III PCS, LLC, Transferees, and Various Subsidiaries and Affiliates of Omnipoint Corp., Assignor, and Cook Inlet/VS GSM II PCS, LLC, or Cook Inlet/VS GSM III PCS, LLC, Assignees, For Consent to Transfer of Control and Assignment of Licenses and Authorizations*, Memorandum Opinion & Order, 15 FCC Rcd 3341, 3348 (2000).

¹⁹ *Foreign Participation Order* at ¶¶ 50-52.

²⁰ *Id.* at ¶ 29.

²¹ *See, e.g., Intelsat, Ltd., Transferor, and Zeus Holdings Limited, Transferee, Consolidated Application for Consent to Transfers of Control of Holders of Title II and Title III Authorizations and Petition for Declaratory Ruling Under Section 310 of the Communications Act of 1934, As Amended*, IB Docket No. 04-366, Order and Authorization, DA No. 04-4034, 19 FCC Rcd 24820 (2004); *Applications of Comsat General Corporation, Lockheed Martin Global Telecommunications LLC, Comsat New Services, Inc., Intelsat LLC, and Intelsat MTC LLC to*

The Parties here seek a declaratory ruling that it is in the public interest for the TSS Subsidiaries to have indirect foreign ownership of up to and including 100%, which is in excess of the 25% benchmark under Section 310(b)(4) of the Act. As noted above, these entities are currently foreign owned, and the proposed transaction will result in replacing the foreign ownership by Telenor with foreign ownership by Inceptum.

Following consummation of the proposed transaction, Inceptum, the transferee, will be indirectly 100% owned by Apax France, Amboise, and Altamir. As explained previously and detailed in Attachment 2, these Investment Funds and their controlling individuals are organized under the laws of or are citizens of France, a WTO member country. In addition, Attachment 2 demonstrates that all known investors in these funds are from the U.S. or from WTO member countries.

As a result, the presumption that foreign ownership in excess of the benchmark is in the public interest applies here. Furthermore, as discussed above, the transaction raises no competitive concerns. Thus, the declaratory ruling requested here with respect to indirect foreign ownership is fully consistent with Commission precedent.

D. The Transaction Raises No National Security Concerns

The Parties have already initiated discussions with the Departments of Justice and Homeland Security and the FBI regarding the proposed transaction. In particular, Inceptum has advised these agencies that it is committed to ensuring continued compliance with the terms of the existing Network Security Agreement (“NSA”) and Implementation Plan applicable to TSS. Applicants request that the Commission authorizations sought here be specifically conditioned upon compliance with the terms and conditions of the NSA.

IV. COMMISSION AUTHORIZATION SHOULD EXTEND TO PENDING APPLICATIONS

The TSS Subsidiaries currently have various applications and pleadings pending before the Commission, some of which may be granted while the instant Application is being considered. The TSS Subsidiaries may also file additional applications during that period. Accordingly, the Parties request that action on this application include authority for Inceptum to acquire control with respect to any and all authorizations issued or assigned to any of the TSS Subsidiaries prior to consummation of the proposed transaction, all applications, petitions, or other filings pending at the time of consummation, and all special temporary authorizations held by the TSS Subsidiaries or applications for special temporary authority that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.²² Following the closing of the proposed transaction, the TSS Subsidiaries will supplement their pending applications as required under the Commission's rules, 47 C.F.R. § 1.65, to reflect their new ownership structure.²³

Further, pursuant to Sections 1.927(h), 1.929(a)(2), and 25.116(b)(4) of the Commission's Rules, 47 C.F.R. §§ 1.927(h), 1.929(a)(2), and 25.116(b)(4), to the extent

²² See *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, WT Docket No. 04-70, 19 FCC Rcd 21522, 21626, ¶¶ 69-71 (2004); *Applications of NYNEX Corp., Transferor, and Bell Atlantic Corp., Transferee, For Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries*, File No. NSD-L-96-10, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097, ¶¶ 246-48 (1997) ("NYNEX/ Bell Atlantic"); *Applications of Pacific Telesis Group and SBC Communications Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665, ¶¶ 92-93 (1997); *In re Applications of Craig O. McCaw and AT&T*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n. 300 (1994).

²³ The TSS Subsidiaries currently have pending several applications for permanent authority to provide services via the Inmarsat 4F2 satellite. The TSS Subsidiaries will be amending these applications shortly to reflect the proposed new ownership.

necessary²⁴ the Parties request a blanket exemption from any applicable cut-off rules in cases *where the TSS Subsidiaries file amendments to pending applications to reflect consummation of* the proposed transfer of control. This exemption is requested so that amendments to pending applications to report the change in ultimate ownership of the TSS Subsidiaries would not be treated as major amendments. The scope of the transaction between the parties demonstrates that the ownership change would not be made for the acquisition of any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of such application would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving similar transactions.²⁵

²⁴ At least with respect to cut-off rules under Sections 1.927(h) and 1.929(a)(2), the Commission has previously found that the public notice announcing the transaction will provide adequate notice to the public with respect to the licenses involved, including for any license modifications pending. In such cases, it determined that a blanket exemption of the cut-off rules was unnecessary. *See Applications of Ameritech Corp. and GTE Consumer Services Inc.*, Memorandum Opinion and Order, 15 FCC Rcd 6667, 6668 n.6 (1999); *In re Applications of Comcast Cellular Holdings, Co. and SBC Communications, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 10604, 10605 n.3 (1999).

²⁵ *See, e.g. NYNEX/ Bell Atlantic*, 12 FCC Rcd at 20092, ¶ 234.

V. REQUEST FOR PERMIT-BUT-DISCLOSE STATUS

The Applicants request this proceeding be designated “permit but disclose” under the Commission’s rules controlling *ex parte* presentations. 47 C.F.R. § 1.1200 *et seq.* Designation as a “permit but disclose” proceeding under Section 1.1206 will serve the public interest by facilitating the development of a complete record upon which a well-reasoned decision can be made.

CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission grant the transfer of control authority and issue the declaratory ruling sought herein to permit Inceptum to acquire TSS and the TSS Subsidiaries.

Respectfully submitted,

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